

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7300
FACSIMILE (202) 424-7643

'99 JUL 15 PM 1 11

NEW YORK OFFICE
919 THIRD AVENUE
NEW YORK, NY 10022

OFFICE OF THE
July 14, 1999 EXECUTIVE SECRETARY

VIA OVERNIGHT MAIL

K. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

99-00461

Re: Amendment to Petition to Permit the Sale and Transfer of Assets of Telegroup,
Inc. to Primus Telecommunications, Inc.

Dear Secretary Waddell:

On behalf of Primus Telecommunications, Inc. ("Primus"), enclosed for filing are an original and fourteen (14) copies of the above-referenced Amendment to the above-referenced Petition. Primus respectfully requests that the attached Amendment be associated with the above-referenced Petition.

Please date-stamp the enclosed extra copy of this filing and return it in the postage paid, self-addressed envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Catherine Wang
Douglas D. Orvis II

Counsel for Primus Telecommunications, Inc.

cc: Pamela Melton

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of)	
)	
Petition of Primus Telecommunications, Inc.)	
and Telegroup, Inc. to Permit the Sale and)	Docket No. 99-00461
Transfer of Assets of Telegroup, Inc. to)	
Primus Telecommunications, Inc.)	
)	

**AMENDMENT TO PETITION TO APPROVE THE SALE
AND TRANSFER OF ASSETS OF TELEGROUP, INC. TO
PRIMUS TELECOMMUNICATIONS, INC.**

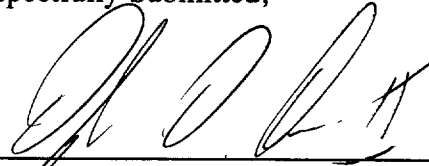
Primus Telecommunications, Inc. ("Primus") and Telegroup, Inc. ("Telegroup") (collectively, the "Parties"), by their undersigned counsel and pursuant to Rule 1220-1-1 of the Authority's Rules of Practice and Procedure, hereby amends its Petition for approval of the sale and transfer of the assets of Telegroup to Primus to provide the following:

1. The company who is the Party to the Stock and Asset Purchase Agreement (the "Agreement") as identified on page 4 of the above-referenced Petition is incorrect. "Primus Telecommunications Group, Incorporated," the parent company of "Primus Telecommunications," and not "Primus Telecommunications, Inc." is the party to the Agreement.
2. The Stock and Asset Purchase Agreement ("the Agreement") between Primus and Telegroup, Inc. ("Telegroup") was consummated on June 30, 1999. This

expedited closing was due to the terms and conditions of the sale as mandated by the U.S. Bankruptcy Court for the District of New Jersey. Therefore, and to the extent necessary, the Parties amend their Petition to seek approval of the Transaction on a *nunc pro tunc* basis.

The changes reflected herein relate to the internal corporate issues regarding the structure and timing of the Agreement and have no other effect on the substance of the Petition. In particular, this Amendment will not effect the provision of telecommunications services in Tennessee.

Respectfully Submitted,

A handwritten signature in black ink, appearing to be 'Catherine Wang', written over a horizontal line.

Catherine Wang
Douglas D. Orvis II
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007

Counsel for Primus Telecommunications, Inc.

July 14, 1999